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Douglas B. Rosner (DR-5690)  
Gregory O. Kaden (GK-9610)  
Counsel to 767 Fifth Partners LLC

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re: : Chapter 11  
: :  
MOTORS LIQUIDATION COMPANY, *et al.* : Case No. 09-50026 (REG)  
: (Jointly Administered)  
Debtors. :  
-----X

**NOTICE OF WITHDRAWAL OF PROTECTIVE RESPONSE OF 767 FIFTH PARTNERS LLC TO NOTICE OF: (I) DEBTORS' INTENT TO ASSUME AND ASSIGN CERTAIN EXECUTORY CONTRACTS, UNEXPIRED LEASES OF PERSONAL PROPERTY AND UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY AND (II) CURE AMOUNTS RELATED THERETO**

PLEASE TAKE NOTICE that based upon an agreement reached between the parties, 767 Fifth Partners LLC, by and through its undersigned counsel, hereby withdraws its *Protective Response of 767 Fifth Partners LLC to Notice of: (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto* [Docket No. 3617].

Dated: New York, New York  
September 15, 2009

Respectfully submitted,

/s/ Douglas B. Rosner  
Douglas B. Rosner (DR-5690)  
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**CERTIFICATE OF SERVICE**

I, Douglas B. Rosner, hereby certify that on this 15<sup>th</sup> day of September, 2009, I caused to be served a copy of the *Notice of Withdrawal of Protective Response of 767 Fifth Partners LLC to Notice of: (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto* on the parties set forth on the attached Service List via ECF

/s/ Douglas B. Rosner  
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